

CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE HABIT RESTAURANTS, INC.

1. *Organization.* This charter adopted by the Board of Directors (the “Board”) of The Habit Restaurants, Inc. (the Company) governs the operations of the Compensation Committee (the “Committee”) of the Board.
2. *Members.* Subject to any applicable phase-in rules of the NASDAQ Stock Market (“NASDAQ”) the Committee shall consist of at least two directors. Each member of the Committee shall qualify (i) as an independent director and satisfy other requirements under the standards established by NASDAQ, (ii) as a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 and (iii) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws, provided, however, that upon completion of the Company’s initial public offering of Class A common stock (the “IPO”), only one member of the Committee need be independent, and from the date that is 90 days from the date of the completion of the IPO to the date that is one year after the completion of the IPO, only a majority of the members of the Committee need be independent.

Committee members shall be appointed by the Board. Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of their proceedings and actions.

3. *Meetings.* The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.
4. *Purpose, Duties, and Responsibilities.* The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation. The Committee has direct responsibility to perform the following duties:
 - a. Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
 - b. Review and assess the results of the Company’s most recent advisory vote, if any, on executive compensation.

- c. Review and approve corporate goals and objectives relevant to Chief Executive Officer (“CEO”) and other executive officer compensation, evaluate the CEO’s and other executive officers’ performance in light of those goals and objectives and determine and approve the CEO’s and other executive officers’ compensation level based on this evaluation. In evaluating and determining compensation, the Committee should consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act;
- d. Set the compensation of other executive officers based upon the recommendation of the CEO and approve the grant of equity awards.
- e. Administer and make recommendations to the Board with respect to the Company’s incentive compensation and equity-based compensation plans that are subject to Board approval.
- f. Approve the terms and grant of equity awards for executive officers.
- g. Review and approve the design of other benefit plans pertaining to executive officers.
- h. Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
- i. Review and recommend to the Board employment and severance arrangements for executive officers, including employment agreements and change-in-control provisions, plans or agreements.
- j. Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”), if applicable, and related disclosures that Securities and Exchange Commission (“SEC”) rules require be included in the Company’s annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company’s annual report and proxy statement.
- k. Annually review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- l. Oversee the assessment of the risks related to the Company’s compensation policies and programs applicable to officers and employees, and review the results of this assessment.
- m. Annually review an assessment of any potential conflicts of interest raised by the work of compensation consultants, if any, whether retained by the Compensation Committee or management, who are involved in determining or recommending executive or director compensation. Assess the independence of any consultants or other outside advisors, and be directly responsible for the appointment,

compensation and oversight of the work of any consultants and advisors retained by the Compensation Committee.

- n. Oversee the Company's engagement efforts with shareholders on the subject of executive compensation.
 - o. Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter.
5. *Subcommittees.* The Compensation Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of not less than two members of the Committee, as it determines appropriate.
6. *Outside advisors.* The Compensation Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the Committee in the evaluation of director, CEO or executive compensation, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisors.
7. *Meetings.* The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.